



THE OSGOODE CERTIFICATE IN MINING LAW

April 1 – May 27, 2019
5 One-Day Modules in 5 Weeks
In Person or Webcast

The **essential** program on mining and the law, taught by a distinguished faculty drawn from industry, private practice and government.

- An intensive and multidisciplinary program developed by mining lawyers and executives to provide you with a comprehensive understanding of the business risks and challenges of this vital sector
- Covers all phases from exploration through closure, including the role and rights of local communities and Indigenous people
- You will gain valuable practical strategies for managing business and legal risks across multiple jurisdictions, while building your network

Register today at:

osgoodepd.ca/mining-law

Program Directors:

Brian Dominique
Cassels Brock & Blackwell LLP

Catharine Farrow
President, FarExGeoMine Ltd

Ann Watterworth
Cassels Brock & Blackwell LLP

Location:

**Osgoode Professional
Development**
1 Dundas St. W., 26th Floor
Toronto, ON



Topics Include:

- Law and practice for Indigenous consultation
- Due diligence and risk assessment in the mining industry
- Global legal systems for acquiring and securing mining rights
- How to develop policies and codes of conduct to protect against risks
- The stages of mining projects and industry players
- Drafting effective international arbitration clauses
- The key issues impacting the negotiation and drafting of mining agreements
- Disclosure standards for mining projects
- Types and sources of financing for mining projects
- Methods for assessing and mitigating environmental risks
- Human Resources in mining
- Strategies for developing a comprehensive Corporate Social Responsibility program
- Anti-corruption legislation and policies; the reach of governments in enforcement
- *The Extractive Sector Transparency Measures Act*: what you need to know

Who Should Attend?

- Mining Lawyers in private practice
- In-house Counsel in mining companies
- Transactional, Securities, Environmental and Corporate Commercial Lawyers
- Senior Executives in mining companies
- Financial Services Executives
- Investment Bankers
- Mining Engineers
- Geologists
- Government representatives from natural resources departments

The Osgoode Certificate in Mining Law

Over 20 experienced, multidisciplinary faculty will cover all phases of mining activity, from: exploration, community engagement and indigenous consultation through financing, operation and closure.

Come away able to immediately apply key knowledge, strategies and tactics to minimize your client's risk and meet their needs.

The mining business raises complex ownership, regulatory and contractual issues. If your work involves the mining sector, you need to know the industry and the law. You also need practical strategies to manage business and legal risks, often in multiple jurisdictions.

This program is developed by and for mining lawyers, industry professionals and executives. The *Osgoode* Certificate in Mining Law will provide you with a comprehensive understanding of the critical business and legal issues in today's dynamic mining industry.

This is a **comprehensive** and **practical** program taught by a faculty of over 20 geologists, regulators, financiers, consultants and lawyers from private practice and industry.

The mining industry is continually looking for efficient ways to deliver essential raw materials while facing important environmental and societal challenges. Current focus areas include: corporate social responsibility, community engagement, Indigenous consultation and human rights. You will explore these topics and more throughout the program.

You will come away from this program with knowledge, strategies and tactics that you can immediately use to **minimize risk** and better meet or even exceed your client's needs.

Drawing on the expertise and experience of leading mining professionals, executives and lawyers, including:

Program Directors



Brian Dominique

Partner, Cassels Brock & Blackwell LLP



Catharine Farrow

President, FarExGeoMine Ltd



Ann Watterworth

Partner, Cassels Brock & Blackwell LLP

Program Faculty

Julie Abouchar

Willms & Shier Environmental
Lawyers LLP

Luc Arsenault, P.Geo

Senior Manager, Toronto Stock Exchange

Eva Bellissimo

McCarthy Tétrault LLP

Wendy Berman

Cassels Brock & Blackwell LLP

Michael J. Bourassa

Fasken Martineau DuMoulin LLP

David G. Clarry

Vice President, Corporate Social
Responsibility, Hudbay Minerals Inc.

Nancy Eastman

Fasken Martineau DuMoulin LLP

Dr. Catharine Farrow

President, FarExGeoMine Ltd.

Carole Gilbert

Norton Rose Fulbright

Erik Goldsilver

Borden Ladner Gervais LLP

Joel Heard

Osler, Hoskin & Harcourt LLP

Kate Kempton

Olthuis Kleer Townshend LLP

Christopher Langdon

McCarthy Tétrault LLP

Deborah McCombe, P.Geo

President & CEO, Principal Geologist,
RPA Inc.

Glenn Nolan

VP Government Affairs,
Noront Resources

Terri-Lee Oleniuk

Blake Cassels & Graydon LLP

Fred Pletcher

Borden Ladner Gervais LLP

John Roberts

Executive Advisor, TMAC Resources Inc.

Lawrence Devon Smith

Principal, Mineral Economics,
Lawrence Devon Smith & Associates

Jeffery A. Snow

Senior Vice President & General
Counsel, IAMGOLD Corporation

Gray Taylor

Gray Taylor Law

John A. Terry

Torys LLP

Craig Waldie, P.Geo

Senior Geologist, Corporate Finance,
Ontario Securities Commission

Ann Watterworth

Cassels Brock & Blackwell LLP

Robert Wisner

McMillan LLP

Richard Wong

Osler, Hoskin & Harcourt LLP

Register today at:

[osgoodepd.ca/
mining-law](http://osgoodepd.ca/mining-law)

Agenda

In five intensive one-day modules, an expert faculty of mining lawyers and industry executives will deliver practical strategies for managing business and legal risk. The emphasis is on practical learning, and classes will be taught using a blended-delivery method that includes lectures, class discussions and case studies.

MODULE 1

April 1, 2019
8:45 a.m. to 5:15 p.m.

This first module will provide delegates with a sound understanding of the fundamentals of mining, including: geology, resource calculations, mining exploration methods and valuations as well as the terminology used within the industry.

- Mining life cycle
- Geology
- Exploration methods and technology
- Economic overview of orebody modeling, reserves and resources
- Mining methods (surface and underground)
- Mineral processing methods and technologies
- Reclamation issues
- Mineral prices and metal revenue
- Studies and evaluations

Stages of Mining Projects and Industry Players

- Target area
- Obtaining right to explore
- Permitting – regulatory & community
- Project development (mine design, planning, methods)
 - feasibility studies (LOM; stages planning & design; reviews)
 - financing
 - impacts
- Mining and processing

- Sales
- Reclamation/post-closure
- Non-operating mineral interests
 - royalties
 - carried interests
 - production payments

Framework for Understanding Mineral Rights

- Constitutional frameworks
 - proprietary rights and regulatory jurisdiction
 - Aboriginal and Indigenous rights
 - Common Law and Civil Law
- Mineral Property Ownership and Regulation
- Surface vs. Mineral Tenure/Surface access
- Leasehold & other operating interests from Mineral Owner
 - mining claims
 - mineral leases
 - profit à prendre
- Foreign Ownership Restrictions

MODULE 2

April 15, 2019
8:45 a.m. to 4:45 p.m.
Mining and the Human Factor

Assessing Risk in Mining Companies and Tools for Mitigation

- Assessing risk and diligence
- Tools for assessing and managing risk
- Scope of risks to be assessed: reputation; social (community); health and safety; environmental; technical; geopolitical; financial/costs

Human Resources Issues

- International hiring and placements, multiple jurisdictions
- Community Economic Benefits
- Camp Issues: including scheduling, capacity planning, gender differences, and keeping employees engaged

- Critical policies: including substance abuse, testing, harassment, bullying
- Managing diversity and inclusion in hiring, promoting and retaining employees

Working with Indigenous Communities: Law and Best Practices

- Legal aspects of dealing with Aboriginal groups
- Non-Government Organizations (NGOs)
- Scope of the Crown's duty to consult
- Indigenous concerns in exploration activities
- What is the role of the private sector in entering into private arrangements with aboriginal groups?
- Interplay of Indigenous groups and environmental issues
- Drafting and negotiating engagement and preliminary deal agreements
- Exploration Agreements under the Ontario *Mining Act* and *Far North Act*
- Structuring Impacts and Benefits Agreements
- Rights of Indigenous people under the United Nations Declaration – "Free Prior Informed Consent"

MODULE 3

April 29, 2019
8:45 a.m. to 4:30 p.m.
Financing Mining Projects

Financing Mining Projects

- Types and sources of financing overview: strategic partners; corporate finance
- Hedging: (e.g. metals, currency, electricity)
 - what is it?
 - pros and cons

Financial Agreements

- Joint Venture and Shareholder Agreements
- Smelting, Refining, Product Sales and Off-Take Agreements

- Royalty Agreements and Streaming Transactions

Standards of Disclosure for Mineral Projects

- Canadian regulatory landscape
- NI 43-101 – Basics
 - misconceptions
 - qualified person
- TMX – Mining disclosure
 - disclosure framework
 - NI 51-201 and TSX Company Manual
 - common disclosure issues
 - news releases
- CIM Definition Standards – 2014 revisions
- CIM Best Practice Guidelines
 - exploration
 - estimation of mineral resources and mineral reserves
- NI 43-101 – Disclosure pitfalls & case studies
 - historical estimate
 - exploration target
 - mineral resource
 - preliminary economic assessment (PEA)
 - mineral reserve
 - PEA after mineral reserves – what’s allowable?
- Forward looking information
- Website disclosure
- Technical reports – basics
- Technical reports – disclosure pitfalls & case studies
- Corporate governance – technical oversight

MODULE 4

May 13, 2019
8:45 a.m. to 4:30 p.m.
Purchasing and Operating a Mine

Preliminary Agreements and Acquisition Agreements

- Common forms
- Requirements for binding agreements

- Drafting considerations
- Sale and purchase agreements

Environmental Permitting

- Regulatory framework/legislation
- Process
- Relevant issues and considerations
- Typical grounds for legal challenge

Development, Construction and Operating Agreements

- Construction Agreements and Other Mining Agreements
- Procurement and Negotiating Agreements
- EPCM Arrangements: Challenges and Solutions
- Mining Infrastructure Challenges

MODULE 5

May 27, 2019
8:45 a.m. to 4:30 p.m.
Corporate Social Responsibility

International Dispute Resolution

- Managing litigation risk in emerging markets
- International arbitration: advantages and limitations
- Drafting effective international arbitration clauses
- Mitigating political risk through bilateral investment treaties
- Corporate structures for foreign investment protection

Corporate Social Responsibility

- Sustainability & Corporate Social Responsibility (CSR)
- Defining CSR
- Social license for permitting and operations; importance of respectful community relations and addressing socio-economic issues to offset negative impacts with benefits to community; integrating into planning from outset

Domestic and Foreign Legal Exposure to Alleged Violations of International Human Rights

- How Canadian companies can be exposed to liabilities outside of Canada
- Sources of customary international law of human rights incorporated into Canadian law
- Application of international law in Canadian domestic courts
- International human rights and class action litigation
- Case law updates

Anti-Corruption Legislation and Policies

- Anti-corruption legislation and policies, and the far reach of governments in enforcement
- *Corruption of Foreign Public Officials Act (Canada); Foreign Corrupt Practices Act (U.S.); Bribery Act (U.K.)*
- Maintaining high ethical standards
- Case studies

Resource Revenue Transparency Legislation

- Genesis of the *Extractive Sector Transparency Measures Act (ESTMA)*
- *ESTMA* overview
 - scope of the Act and determining if it applies to you
 - payment categories and payees
 - substitution/equivalency
 - compliance and enforcement
- Reporting
 - process and timelines
 - format
 - attestation
- Payments to Aboriginal entities

Climate Change Impact

- Managing climate risks
- Climate-related disclosures
- Physical challenges on operations

Registration Details

Fee per Delegate

\$4,295 plus HST

Fees include attendance, program materials, lunch and break refreshments. Visit www.osgoodepd.ca/financial-assistance for details about financial assistance.

Program Changes

We will make every effort to present the program as advertised, but it may be necessary to change the date, location, speakers or content with little or no notice. In the event of program cancellation, York University's and Osgoode Hall Law School's liability is limited to reimbursement of paid fees.

Cancellations and Substitutions

Substitution of registrants is permitted at any time. If you are unable to find a substitute, a full refund is available if a cancellation request is received in writing 21 days prior to the program date. If a cancellation request is made with less than 21 days notice, a \$150 administration fee will apply. No other refund is available.

For Further Program-Related Information please contact:

Stephen Ahad, Program Lawyer at 416.736.5495
or email sahad@osgoode.yorku.ca

Certificate of Program Completion

You will receive a certificate upon completion of **The Osgoode Certificate in Mining Law**. Participants must attend all program modules and satisfactorily pass an online exam to receive a certificate.

4 Convenient Ways to Register



Mail



Online



Fax



Call

Register today at:

osgoodepd.ca/mining-law



OsgoodePD has been approved as an Accredited Provider of Professionalism Content by the LSO.

Eligible CPD Hours – LSO (ON): 34h 45m CPD (31h Substantive; 3h Professionalism; 45m EDI).



OsgoodePD programs may be eligible for CPD/MCLE credits in other Canadian and US jurisdictions. To inquire about credit eligibility, please contact cpd@osgoode.yorku.ca.

“Deep analysis of the state of the law and great forward thinking on how the law is likely to evolve and where it is likely to get to.”

“The beauty of the mining law program is that it cuts through mining from A to Z. One would have thought it is all about law, but it handles processes, risks, markets, violations, approvals, agreements, rights, CSR, etc.”

“Excellent structure, serious knowledgeable presenters, very good overview of the issues.”

“Interesting subjects and good flow of topics. Great variety of speakers.”